

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.

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**ORDER FOR RETENTION OF GOETZ FITZPATRICK LLP
AS DEBTOR'S COUNSEL**

UPON the application (the "Application") dated August 25, 2011 of OTR Media Group Inc., the debtor and debtor in possession (the "Debtor"), seeking entry of an Order authorizing the employment of Goetz Fitzpatrick LLP ("GFLLP") as its attorneys in this Chapter 11 proceeding under the provisions of a general retainer; and upon the annexed affirmation of Gary M. Kushner, Esq., dated August 24, 2011 (the "Kushner Affirmation"); and it appearing that GFLLP has no present connection with any of the creditors of the Debtor, and further, that GFLLP represents no adverse interest to the Debtor or the estate in the matters upon which the firm is to be engaged, except as set forth therein; and it appearing that it is necessary for the Debtor to retain GFLLP; and it appearing that no other or further notice need be given; and after due deliberation and good and sufficient cause appearing therefore; it is hereby

ORDERED that in accordance with Bankruptcy Code section 327(a) and 1107, the Debtor is authorized to retain and employ GFLLP as the Debtor's attorney in the within chapter 11 proceeding under a general retainer effective as of August 24, 2011; and it is further

ORDERED that GFLLP is authorized to render necessary legal services as enumerated and on the terms set forth in the Application and in the Kushner Affirmation, and it is further

ORDERED that all compensation to be paid to GFLLP shall be made only by proper application and order of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Procedure for the Eastern District of New York, and any applicable orders of this Court.

NO OBJECTION:
Office of the United States Trustee
